

**DECLARATION OF FRANCISCO A. VILLEGAS IN SUPPORT OF
PLAINTIFF’S OPPOSITION TO DEFENDANTS’ MOTION TO
STAY WITHOUT FIRST ANSWERING THE COMPLAINT**

1. I am an attorney at the law firm of Cohen & Gresser LLP, counsel for Plaintiff AIP Acquisition LLC (“AIP”). I submit this declaration in support of Plaintiff’s Opposition to Defendants’ Motion to Stay Without First Answering the Complaint. I am personally familiar with the facts described in this declaration.

2. Annexed hereto as **Exhibit A** is a true and correct copy of an email chain between counsel for AIP and AT&T Inc., AT&T Mobility LLC, SBC Internet Services, Inc. d/b/a AT&T Internet Services, AT&T Teleholdings, Inc. (collectively, "AT&T"). Emails in this chain are dated July 10, 2014 through July 15, 2014.

3. On or about July 14, 2014, I attended a meet-and-confer with my colleague Karen H. Bromberg and counsel for AT&T. Counsel for AIP questioned why AT&T would not answer the Complaint before jointly requesting a stay. Counsel for AT&T first responded that AT&T would not answer "because we don't have to," and later also stated that to do so would be a "waste of our resources."

I declare under the penalty of perjury that the foregoing is true and correct to the best of my information and belief.

Dated: August 4, 2014
New York, New York



Francisco A. Villegas